

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
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THIRD SUPPLEMENTAL ORDER UNDER 11 U.S.C. § 331
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

("THIRD SUPPLEMENTAL INTERIM COMPENSATION ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"),¹ of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under section 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), establishing procedures for interim compensation and reimbursement of expenses of court-approved professionals and the appointment of a fee committee and establishing a protocol regarding the fee committee, its composition, mandate, and procedures in accordance with the Fee Committee And Fee Procedures Protocol attached hereto as Exhibit A (the "Fee Protocol"); and this Court having entered an order on November 4, 2005 (Docket No. 869) granting certain of the relief requested in the Motion (the "Initial Order"); and this Court having entered

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion For Administrative Order Under 11 U.S.C. § 331 (I).Establishing Procedure For Interim Compensation And
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supplemental orders on March 8, 2006 and March 28, 2006 (the "Supplemental Orders") (Docket Nos. 2747 and 2986) amending paragraphs 1(j) and 10 of the Initial Order regarding the deadlines for filing monthly compensation packages and interim and final fee applications; and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005 (Docket No. 7); and upon the record of the hearing held on the Motion including at the omnibus hearing held on April 7, 2006; and the official committee of unsecured creditors and the office of the United States Trustee having consented to the relief granted herein; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

The Initial Order and Supplemental Orders shall continue in full force and effect except as follows:

1. A Joint Fee Review Committee (the "Fee Committee") will be established in these cases consisting of a representative of: (a) the Office of the United States Trustee for this District; (b) the Debtors; and (c) the Official Committee of Unsecured Creditors.

2. The Fee Protocol is hereby approved subject to the terms and conditions thereof and incorporated herein.

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Reimbursement Of Expenses Of Professionals And (II) Setting A Final Hearing Thereon (the "Interim Compensation Motion") (Docket No. 11).

3. The Fee Committee shall meet on or prior to May 19, 2006 and establish implementation guidelines for the Fee Protocol and operating procedures for the Fee Committee. The first report of the Fee Committee will include a summary description of the implementation guidelines and operating procedures agreed to by the Fee Committee.

4. Each of the Chapter 11 Professionals shall serve and file with this Court its first application for interim or final court approval and allowance of compensation and reimbursement of expenses for the period ending on January 31, 2006 no later than May 31, 2006.

5. A hearing to consider approval of the first applications for interim or final court approval and allowance of compensation and reimbursement of expenses for the period ending January 31, 2006, shall be held on July 19, 2006, at 10:00 a.m. (Prevailing Eastern Time).

6. All monthly statements for all periods through and including March 31, 2006 for compensation and reimbursement of expenses of any Chapter 11 Professional shall be deemed timely served if served no later than May 31, 2006.

Dated: New York, New York
May 5, 2006

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE